

P130000079315

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

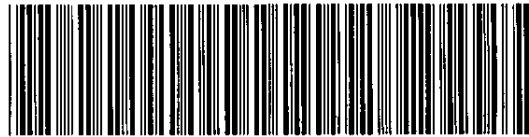
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
DEPARTMENT OF STATE
14 AUG 15 2014

merged

AUG 18 2014

R. WHITE

2014
AUG 15 11:00
DEPARTMENT OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 259207 4802796

AUTHORIZATION

COST LIMIT : \$ 70.00

A handwritten signature in dark ink, appearing to read "L. Williams", is written over the "AUTHORIZATION" and "COST LIMIT" fields.

ORDER DATE : August 15, 2014

ORDER TIME : 3:46 PM

ORDER NO. : 259207-005

CUSTOMER NO: 4802796

ARTICLES OF MERGER

FD ACQUISITION CORP.

INTO

THE FRESH DIET, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Fresh Diet, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Irving Rothstein, Esq.
Contact Person

Feder Kaszovitz LLP
Firm/Company

845 Third Avenue, 11th Floor
Address

New York, NY 10022
City/State and Zip Code

irothstein@fedkas.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Irving Rothstein At (212) 888-8200
Name of Contact Person Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
MAR 17 1964
FALLS CHURCH, VA.
Business Corporation Act.

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

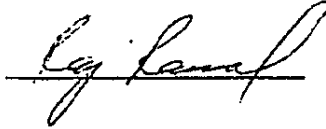
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

The Fresh Diet, Inc.



Raj Rawal, President & CEO

FD Acquisition Corp.

Sam Klepfish, CEO

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

**Signature of an Officer or
Director**

Typed or Printed Name of Individual & Title

The Fresh Diet, Inc.

Raj Rawal, President & CEO

FD Acquisition Corp.

Sam Klepfish

Sam Klepfish, CEO

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Fresh Diet, Inc.</u>	<u>FL</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>FD Acquisition Corp.</u>	<u>FL</u>
<u> </u>	<u> </u>
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<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

The merging corporation shall merge into the surviving corporation and all property, rights, privileges, powers and franchises of both corporations shall vest in the surviving corporation and all debts, liabilities and duties of both corporations shall become the debts, liabilities and duties of the surviving corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
See attached Sheet.

(Attach additional sheets if necessary)

Attachment to Articles of Merger of The Fresh Diet, Inc. (surviving corporation) and FD Acquisition Corp. (merging corporation)

Article Fourth:

Upon closing of the merger, all outstanding shares of common stock of surviving corporation will have the right to be converted into common shares of Innovative Food Holdings, Inc., parent of merging corporation ("IVFH"), on a pro rata basis, such that each outstanding share of surviving corporation common stock will be converted into that number of IVFH shares as equals the quotient obtained by dividing (a) 10,000,000 by (b) the number of shares of surviving corporation Common Stock issued and outstanding as of immediately prior to the effective time of the merger after following the conversion procedures described in the Merger Agreement, less any required adjustments if appraisal rights are claimed; and each issued and outstanding share of capital stock of merging corporation shall be automatically converted into one share of common stock of the surviving corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
None.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

The articles of incorporation of the surviving corporation shall remain and be the articles of incorporation of the surviving corporation; the directors and by-laws of the merging corporation shall become the directors and by-laws of the surviving corporation at the effective time of the merger.